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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBERS 9710 AND 9711
(NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Diesel Systems Corporation ("Delphi Diesel") and Delphi Technologies, Inc. ("DTI"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and New York State Department of Taxation and Finance ("New York"), respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Numbers 9710 And 9711 (New York State Department Of Taxation And Finance) and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 18, 2006, New York filed proof of claim number 9710 against Delphi Diesel ("Delphi Diesel"), which asserts (i) an unsecured priority claim in the amount of \$4,303.00 and (ii) an unsecured non-priority claim in the amount of \$750.00 ("Claim 9710") stemming from alleged tax liability for periods ending prior to the Petition Date.

WHEREAS, on July 18, 2006, New York filed proof of claim number 9711 against DTI, which asserts (i) an unsecured priority claim in the amount of \$2,626.21 and (ii) an unsecured non-priority claim in the amount of \$250.00 ("Claim 9711 " and together with Claim 9710, the "Claims") stemming from alleged tax liability for periods ending prior to the Petition Date.

WHEREAS, on May 22, 2007, the Debtors objected to the Claims pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D)

Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims
Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

WHEREAS, on June 11, 2007, New York filed its Opposition Of The New York
State Department Of Taxation And Finance To Debtor's Fifteenth Omnibus Objection To Certain
Claims (Docket No. 8214) (the "Response").

WHEREAS, in the Response, New York consented to (i) the disallowance and
expungement of Claim 9710 and (ii) the disallowance and expungement of an assessment giving
rise to part of the alleged liability asserted in Claim 9711.

WHEREAS, on July 11, 2007, New York filed its Claim Withdrawal For Delphi
Technologies Inc. Docket #: 05-44554 RDD indicating its withdrawal of Claim 9711.

WHEREAS, the Debtors and New York agree that Delphi Diesel and DTI have
no liability on account of the Claims.

THEREFORE, the Debtors and New York stipulate and agree as follows:

1. Proof of claim number 9710 shall be disallowed and expunged in its
entirety.
2. Proof of claim number 9711 shall be disallowed and expunged in its
entirety.
3. New York shall withdraw its Response to the Fifteenth Omnibus Claims
Objection with prejudice.

So Ordered in New York, New York, this 7th day of September, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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